

THE PATH TO INCORPORATION

1. REPORT in National Conference Working Papers (NSW) 2005
2. National Conference Working Papers 2007 (VIC) – Secretary's comment
3. NAT EXEC MINUTES extracts 2007 – 2009
4. The Model Rules from the office of the Registrar General (255 Canberra Avenue, Fyshwick 2609)
5. ACW CONSTITUTION 2007
6. ACW INC RULES



AUSTRALIAN CHURCH WOMEN Inc.
National Executive

"Faith in the Future"

PO Box 487
Curtin ACT 2605
ABN 26 398 276 067
www.acwnational.org.au

09 June 2009

Mrs Aileen Eldridge
ACW SA Unit Inc
6 Kennett Street
Para Hills SA 5096

Dear Aileen

Re: Incorporation and the new Rules

First of all I must apologise for the long delay in replying to your letter of 1 April, and the attached queries from Maureen Clark.

Helen Raymond was the one most involved with the process of Incorporation, and she has guided the following responses to your concerns. I hope they will clarify the document for you.

We want to point out that all of the 2005 ACW Constitution has been included. Perhaps none of us have really ever studied it properly before, or we may have found it lacking in some areas too!

With good wishes

Margaret Lawton
(National Secretary)

Australian Church Women seeks to unite Christian women across denominational boundaries to promote peace, understanding, and unity through faith and love in the one God, Father, Son and Holy Spirit.

Comments re Incorporation Rules for Australian Church Women (SA Unit letter 1 April 2009)

QUERIES	RESPONSE
Part 1 1 Definitions – Error in the second line of <i>ordinary committee member</i> - should read 'section 12(2)(a) - there is no 12(1)(a)'	Yes
1C Objects – A sentence should be inserted in the middle which states that the Units are to be autonomous. We believe that there may need to be a 'Definition' of a Unit.	Wording the same as in Constitution 2005 (2005) which seems to have been acceptable
Part 2 Membership 3 Nomination for membership We think this is 'over the top' - we are trying to encourage members, not frighten them off. Why do we need to be nominated and seconded before we can become a member? Does the Incorporation law require this to be in the 'Rules'?	Required by Model Rules (MR).
6 Resignation of membership You cannot force members to resign in writing. If they want to discontinue being a member they will probably not turn up to meetings.	They may owe money or their money may need to be disbursed. This needed to be formalised, and is in the MR.
7 Fee, subscriptions etc 1 There should be no 'entrance fee' 2 It would be better to say 'The annual membership fee of the association shall be determined by a resolution at the National Conference of Australian Church Women Inc.' If an amount is stated, we will have to pay the Registrar every time the amount is changed.	*** Would you like this to be a resolution for change?
Part 3 Administration and Governance 12 National Conference (2) Membership (a) (i) should read 'paragraph 13 (2)' (vi) - Error in second line should read 'State' and Territory (5) Quorum - suggest add the words 'at National Conference' at the end of the sentence. 13 National Executive (3) Quorum - suggest add the words 'at meetings of National Executive' 14 Finance (5) 'The Financial year shall end on 30 June in each year and' should be inserted at the beginning of the sentence - this is the wording in the current Constitution 7.5 Finance.	12 (2) Yes. (vi) Yes. (5) Not needed because it is all under heading of "National Conference". 13 (3) Not needed as under section on National Executive. See "2005". (5) This has already been stated on page 2 in Definitions as required by MR.
Part 4 Annual General Meetings Will we have to have a Teleconference in the alternate year from the conference? 18 annual general meetings - calling of and business at (c) We elect our committee, including office-bearers at national Conference so (c) should be deleted (d) which reports are these??	No. You will have to send out a notification to all Units within the required time limits. Nat Exec will retain all positions. Any ACW member can attend the meeting. MR requirement. (d) Financial statements which must be lodged at end of each Financial year
Part 5 Miscellaneous 19 Alteration of objects and rules 2) Error in first line - 'forwarded' 21 Custody of books Does this mean the poor Secretary has to have all the Treasurers, FLC, WKS books under her control? 22 Inspection of books Where in the ACT are the records, books and other documents to be open for inspection at any reasonable hour? At least seven days notice must be given' should be inserted in this clause so that the records etc. can be sent from the State where that National Executive is based. 24 Dissolution: Surplus property (3) We need an explanation of this. What if the 'nominated association' disbands before Australian Church Women?	19 (a) Yes. 21 No. 22. MR requirement, but will probably never be used. 24. A nominated Association will be nominated after a disbandment of ACW.

AUSTRALIAN CHURCH WOMEN INC

RULES

March 2009

Contents

	Page
Part 1 Preliminary	
1 Definitions	2
1A Application of Legislation Act 2001	2
1B Aims	2
1C Objects	2
1D Relationships	3
Part 2 Membership	
2 Membership qualifications	3
3 Nomination for membership	3
4 Membership entitlements not transferable	4
5 Cessation of membership	4
6 Resignation of membership	4
7 Fee, subscriptions etc	4
8 Members' liabilities	4
9 Disciplining of members	4
10 Right of appeal of disciplined member	5
Part 3 Administration and Governance	
11 Governing Bodies	6
12 National Conference	6
13 National Executive	7
14 Finance	8
15 Funds - source	9
16 Secretary	9
Part 4 Annual General Meetings	
17 Annual general meetings – holding of	9
18 Annual general meetings – calling of and business at	9
Part 5 Miscellaneous	
19 Alteration of objects and rules	10
20 Common seal	10
21 Custody of books	10
22 Inspection of books	10
23 Service of notice	10
24 Dissolution; Surplus property	11
Appendix 1	12

Part 1 Preliminary

1 Definitions

In these rules:

Note A definition applies except so far as the contrary intention appears (see Legislation Act, s 155).

the association means **Australian Church Women**.

financial year means the year ending on 30 June.

member means a member, however described, of the association.

ordinary committee member means a member of the committee who is not an office-bearer of the association as mentioned in section 12 (1) (a).

secretary means the person holding office under these rules as secretary of the association or, if no such person holds that office, the public officer of the association.

the Act means the *Associations Incorporation Act 1991*.

the regulation means the *Associations Incorporation Regulation 1991*.

1A Application of Legislation Act 2001

The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

1B Aims

- (1) To unite Christian women from those Churches and Christian Communities, which confess the Lord Jesus Christ as God and Saviour according to the Scriptures and commit themselves to the glory of the One God, Father, Son and Holy Spirit;
- (2) To promote co-operation, understanding and reconciliation between men and women in church, family and society;
- (3) To help Christian women to take a more effective place in the total life and mission of the Church;
- (4) To provide opportunities for Christian women of different denominations to worship, study and serve together;
- (5) To encourage fellowship, service and understanding nationally and internationally.

1C Objects

In fulfilment of its Aims, Australian Church Women shall promote State and Territory Units. Such Units shall act as a forum for discussion on any matters that may arise within their own areas in pursuance of these Aims.

(1) Scholarship

- (a) Australian Church Women shall sponsor a scholarship to be known as the Winifred Kiek Scholarship.
- (b) Australian Church Women may sponsor a fellowship to be known as the Winifred Kiek Fellowship.
- (c) The Winifred Kiek Scholarship and Winifred Kiek Fellowship and any other approved award shall be made according to guidelines determined from time to time by the National Conference.

(2) Fellowship of the Least Coin

Australian Church Women shall promote the International Fellowship of the Least Coin as a Fellowship of Prayer and Reconciliation and Offering of the Least Coin of our

realm, according to the accepted practice of the International Fellowship of the Least Coin.

(3) Special Days

Australian Church Women shall promote Fellowship Day and World Community Day and encourage the observance of World Day of Prayer. The National Executive shall be responsible for the preparation and distribution of Orders of Service for Fellowship Day and World Community Day.

(4) National Publication

The National Executive shall be responsible for the production of a publication for distribution to all State and Territory Units.

1D Relationships

- (1) Australian Church Women shall be a member of the Asian Church Women's Conference;
- (2) Australian Church Women shall maintain relationships and dialogue with the National Council of Churches of Australia and other ecumenical or otherwise appropriate bodies.

Part 2 Membership

2 Membership qualifications

- (1) Membership is open to women of those Churches and Christian Communities which accept the Aims of Australian Church Women.
- (2) Associate Membership is open to individual women who accept the Aims of Australian Church Women and are active members of their Church or Christian Community.
- (3) Life Members
 - (a) The honour of Life Membership may be conferred on women who have made a long term significant contribution to Australian Church Women at the national level;
 - (b) There may be only two National Life Members from each State or Territory at any one time;
 - (c) Nominations for National Life Membership shall come from State or Territory Units and appointments shall be made by the National Conference.

3 Nomination for membership

- (1) A nomination of a person for membership of the association—
 - (a) must be made by a member of the association in writing in the form set out in appendix 1; and
 - (b) must be lodged with the secretary of the association.
- (2) As soon as is practicable after receiving a nomination for membership, the secretary must refer the nomination to the Executive which must decide whether to approve or to reject the nomination.
- (3) If the Executive decides to approve a nomination for membership, the secretary must as soon as practicable after that decision notify the nominee of that approval and request the nominee to pay within 28 days after receipt of the notification the sum payable under these rules by a member as the entrance fee and the first year's annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts mentioned in subsection (3) within the period mentioned in that subsection, enter the nominee's name in the

register of members and, on the name being so entered, the nominee becomes a member of the association.

4 Membership entitlements not transferable

A right, privilege or obligation that a person has because of being a member of the association—

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

5 Cessation of membership

A person ceases to be a member of the association if the person—

- (a) dies or, for a corporation, is wound up; or
- (b) resigns from membership of the association; or
- (c) is expelled from the association; or
- (d) fails to renew membership of the association.

6 Resignation of membership

- (1) A member is not entitled to resign from membership of the association except in accordance with this section.
- (2) A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (of not less than 1 month or, if the committee has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.
- (3) If a person ceases to be a member, the secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

7 Fee, subscriptions etc

- (1) The entrance fee to the association is \$1 or, if any other amount has been determined by resolution of the committee, the other amount.
- (2) The annual membership fee of the association is \$2 or, if any other amount has been determined by resolution of the committee, that other amount.
- (3) The annual membership fee is payable—
 - (a) except as provided by paragraph (b)—before 1 July in each calendar year; or
 - (b) if a person becomes a member on or after 1 July in any calendar year—before 1 July in each succeeding calendar year.

8 Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount (if any) unpaid by the member in relation to membership of the association as required by section 7.

9 Disciplining of members

- (1) If the Executive is of the opinion that a member—
 - (a) has persistently refused or neglected to comply with a provision of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association;the Executive may, by resolution—

- (c) expel the member from the association; or
 - (d) suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period.
- (2) A resolution of the Executive under subsection (1) is of no effect unless the Executive, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (3), confirms the resolution in accordance with this section.
- (3) If the Executive passes a resolution under subsection (1), the secretary must, as soon as practicable, serve a written notice on the member—
- (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member may address the Executive at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Executive at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to the Act, section 50, at a meeting of the Executive mentioned in subsection (2), the committee must—
- (a) give to the member mentioned in subsection (1) an opportunity to make oral representations; and
 - (b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and
 - (c) by resolution decide whether to confirm or to revoke the resolution of the committee made under subsection (1).
- (5) If the Executive confirms a resolution under subsection (4), the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 10.
- (6) A resolution confirmed by the Executive under subsection (4) does not take effect—
- (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
 - (b) if within that period the member exercises the right of appeal—unless and until the association confirms the resolution in accordance with section 10 (4).

10 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the Executive that is confirmed under section 9 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) On receipt of a notice under subsection (1), the secretary must notify the Executive which must call a general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.
- (3) Subject to the Act, section 50, at a general meeting of the association called under subsection (2)—
 - (a) no business other than the question of the appeal may be transacted; and

- (b) the Executive member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present must vote by secret ballot on the question of **whether the** resolution made under section 9 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 9 (4), that resolution is confirmed.

Part 3 Administration and Governance

11 Governing Bodies

Australian Church Women shall be governed and administered by the National Conference and the National Executive.

12 National Conference

(1) Frequency of meeting

National Conference shall meet biennially.

(2) Membership

(a) Voting Members shall be:

- (i) Five members of the current National Executive as set out in paragraph "6.2";
- (ii) Two members appointed by each State and Territory Unit of Australian Church Women;
- (iii) One member from the National organisation of each denomination participating in Australian Church Women through its State and Territory Units;
- (iv) Five members from the incoming National Executive nominees;
- (v) One member of the Winifred Kiek Scholarship Trustees who shall be a member of Australian Church Women; and
- (vi) One member who is Australian Church Women representative to Asian Church Women's Conference.

(b) Observers shall have the right to speak but not to vote. They shall be:

- (i) Two members from each State and Territory Unit of Australian Church Women;
- (ii) Two members from the National organisation of each denomination participating in Australian Church Women through its State and Territory Units;
- (iii) National Life Members;
- (iv) Such others as may from time to time be determined by the National Executive or be recommended by Units and endorsed by the National Executive;
- (v) Up to seven members from the incoming National Executive nominees;
- (vi) One member from National special interest groups participating in Australian Church Women through its State and Territory Units;
- (vii) Up to seven members of the current National Executive.

(c) Alternates may be appointed for both Voting Members and Observers.

(3) Voting

- (a) Subject to subsection (c), each voting member has 1 vote only.
- (b) All votes must be given personally. There shall be no voting by proxy.
- (c) If the votes on a question at a National Executive meeting are equal, the person presiding is entitled to exercise a second or casting vote.

(4) Location

Each State and Territory Unit shall have the right to host the National Conference and provide the National Executive of National Conference in rotation.

(5) Quorum

Two thirds of members who are in attendance and entitled to vote shall constitute a quorum.

(6) Elections

(a) Nominations for National Executive and Auditor from each State and Territory Unit in rotation (as decided at the previous National Conference) shall be submitted to the National Secretary eight weeks prior to the National Conference. Such nominations shall be approved by the National Conference.

(b) National Delegates to Conferences, Representatives to other organisations and such other appointments as shall from time to time be considered desirable by the National Conference shall be elected by ballot from nominations received by the National Secretary eight weeks prior to the National Conference. Any member in good standing in a State or Territory unit of Australian Church Women may be nominated for any such position.

(c) In the event of National representation to Conference(s) or other organisation(s) being necessary between National Conferences, the National Executive shall appoint such representatives after consultation with State and Territory Units.

(d) If insufficient nominations are received it shall be the responsibility of the National Executive to submit the required number of nominations. No nomination shall be accepted from the floor of the National Conference.

(7) Business

Notice of all matters which shall engage the attention of the National Conference, including Reports, shall be submitted to the National Executive at least eight weeks prior to the National Conference and shall be forwarded to each State and Territory Unit four weeks prior to the National Conference.

13 National Executive

(1) Powers of National Executive

The National Executive, subject to the Act, the regulation, these rules, and to any resolution passed by the National Conference—

- (a) controls and manages the affairs of the association; and
- (b) may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the National Conference; and
- (c) has power to perform all acts and do all things that appear to the National Executive to be necessary or desirable for the proper management of the affairs of the association.

(2) Membership

Membership shall consist of:

(a) Executive officers:

President

Two Vice-Presidents

Secretary

Treasurer

(b) Committee members:

Minute Secretary

Winifred Kiek Scholarship Convenor

Fellowship of the Least Coin Convenor

Special Days Convenor

Publication Editor

Social Justice Issues Convenor

Publicity Officer

(c) Any members of the Executive Committee of Asian Church Women's Conference resident in the same State or Territory as the Australian Church Women's National Executive may be invited to serve *ex officio*.

(d) The Australian representative on Asian Church Women's Conference General Committee, *ex officio*.

(e) Up to three members may be co-opted for special purposes.

(3) Quorum

Two thirds of the elected membership of the National Executive shall constitute a quorum.

(4) Voting

(a) Subject to subsection (b), each member has 1 vote only.

(b) If the votes on a question at a National Executive meeting are equal, the person presiding is entitled to exercise a second or casting vote.

(5) Vacancies

In the event of a vacancy occurring on the National Executive between National Conferences, the National Executive shall appoint a replacement to fill such a vacancy and shall within one month notify in writing all State and Territory Units of Australian Church Women of such appointment for ratification.

14 Finance

(1) The Treasurer must:

(a) collect and receive all amounts owing to Australian Church Women at the national level and make all payments as authorised by the National Conference;

(b) keep correct accounts and books showing the financial affairs of Australian Church Women at the national level with full details of all receipts and expenditure connected with its activities.

(2) All financial accounts and investments shall include the words 'Australian Church Women' in their title.

(3) Signatories for all Bank accounts and investments shall be any two of the Executive Officers one of whom shall be the Treasurer, or in her absence an alternative Executive Officer, who shall ensure that the Treasurer is notified of the transaction as soon as possible.

(4) A Statement of Accounts shall be presented to each meeting of the National Executive.

(5) An audited Financial Statement shall be circulated annually to all State and Territory Units and shall be presented to the National Conference for endorsement.

- (6) The National Conference shall appoint an accredited accountant resident in the State or Territory of the National Executive to audit accounts.

15 Funds – source

- (1) The funds of the association must be derived from annual subscriptions of members, donations and, subject to any resolution passed by the National Conference and subject to the Act, section 114, any other sources that the Executive decides.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

16 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.
- (2) The secretary must keep minutes of—
 - (a) all elections and appointments of office-bearers and ordinary Executive members; and
 - (b) the names of members of the National Executive present at a meeting; and
 - (c) all proceedings at Executive meetings.
- (3) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

Part 4 Annual General meetings

17 Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an annual general meeting of its members.
- (2) The association must hold its first annual general meeting—
 - (a) within 18 months after its incorporation under the Act; and
 - (b) within 5 months after the end of the first financial year of the association.
- (3) Subsections (1) and (2) have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

18 Annual general meetings – calling of and business at

- (1) The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the committee considers appropriate.
- (2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—
 - (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports on the activities of the association during the last financial year; and
 - (c) to elect members of the committee, including office-bearers; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).

- (3) An annual general meeting must be specified as such in the notice calling it in accordance with section 24 (Notice).
- (4) An annual general meeting must be conducted in accordance with the provisions of this part.

Part 5 Miscellaneous

19 Alteration of objects and rules

- (1) These Rules may be amended by a vote of a two-thirds majority of voting delegates at the National Conference.
- (2) Notice of Motion to amend the Rules shall be forward in writing to the National Secretary not less than four months before the meeting of the National Conference at which the proposed amendment will be moved. Such Notices of Motion shall be circulated to all State and Territory Units three months prior to the National Conference.
- (3) All duly ratified changes and amendments to the Rules shall become operative on the conclusion of the National Conference at which they are adopted.
- (4) Following the National Conference the Rules and Guidelines shall be updated where necessary and amended pages sent to each State and Territory Unit within six months.

20 Common seal

- (1) The common seal of the association must be kept in the custody of the secretary.
- (2) The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the secretary.

21 Custody of books

Subject to the Act, the regulation and these rules, the secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the association.

22 Inspection of books

The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member of the association at any reasonable hour.

23 Service of notice

For these rules, the association may serve a notice on a member by sending it by post to the member at the member's address shown in the register of members.

Note For how documents may be served, see the Legislation Act, pt 19.5.

24 Dissolution; Surplus property

- (1) In the event of the dissolution of Australian Church Women its project funds and trust funds shall be disbursed to the purposes designated and its administrative funds as decided by the dissolving National Conference.
- (2) No member of Australian Church Women shall be capable of acquiring any estate in the property or funds of Australian Church Women.
- (3) At the first National Conference of the association, the association must pass a special resolution nominating—
 - (a) another association for the Act, section 92 (1) (a); or

- (b) a fund, authority or institution for the Act, section 92 (1) (b);
- in which it is to vest its surplus property in the event of the dissolution or winding up of the association.
- (4) An association nominated under subsection (1) (a) must fulfil the requirements specified in the Act, section 92 (2).

Appendix 1

(see s 3 (1))

Application for membership of Australian Church Women Incorporated (incorporated under the *Associations Incorporation Act 1991*)

I,
(full name of applicant)

of
(address)

.....
(occupation)

apply to become a member of Australian Church Women. If I am admitted as a member, I agree to be bound by the rules of Australian Church Women for the time being in force.

.....
(Signature of applicant)

Date

I,
(full name)

a member of the association, **nominate** the applicant, who is personally known to me, for membership of Australian Church Women.

.....
(Signature of proposer)

Date

I,
(full name)

a member of the association, **second** the nomination of the applicant, who is personally known to me, for membership of Australian Church Women.

.....
(Signature of seconder)

Date

AUSTRALIAN CHURCH WOMEN

21st NATIONAL CONFERENCE SEPTEMBER 2007

WORKING PAPERS

SECRETARY'S REPORT.

Paragraph 5 states:

Incorporation has again been kept on our Agenda, and whilst we looked at previous information; researched possible links at the Victorian level and consulted the Winifred Kiek Trust, we have not reach any conclusion. We recommend that this subject be kept on the agenda of the incoming National Executive (Barbara Lacy, National Secretary)

*Working Papers National Conference (NSW)
2005*

Report to National Conference on INCORPORATION

Over the past two years the National Executive has looked at the reasons why ACW National should become incorporated, how to incorporate, and the difficulties associated with incorporation.

Reasons to Incorporate

We were concerned because as an organisation we do not have public liability insurance, or directors and officers liability insurance. Therefore if a problem arose and any person decided to sue ACW, the officers of the organisation would be sued, but the individual members could also be sued.

When investigating an insurance policy, the premium seemed very high, hence the idea of considering incorporation.

"Incorporation creates a legal entity that is separate and distinct from that of the individual members. This is important because incorporation distinguishes the liability of an association from that of its members." (extract from Association Information Kit, Registrar-General's Office)

How to Incorporate

The Associations Information Kit explains the incorporation process, which is too lengthy to include here. (A copy of the Kit will be passed on to the incoming National Executive.)

Some difficulties associated with Incorporation for ACW National

An Annual General Meeting must be held once in each calendar year and within five months of the association's end of financial year.

A register of members must be kept and must be available for inspection by association members.

The Public Officer must live in the ACT.

The ACW Constitution would need to be revised to bring it in line with what is required for incorporation.

It is our opinion that it would take a committee dedicated to preparing for incorporation several weeks or more to do the work necessary for incorporation.

Recommendation

It would be much easier to take out public liability insurance. QBE Insurance Ltd. has quoted as follows:

\$5 million public liability cover	\$925 premium
\$10 million public liability cover	\$1600 premium

Or if desired, cover can be taken for the period of the Conference only—cost to be advised.

Recommendation to National Conference re Public Liability Insurance

The National Executive strongly recommends that every National Conference be covered by public liability insurance.

Rationale

If an accident were to occur and any person sued Australian Church Women, the officers as well as all the members could be sued. Even if the action were unsuccessful, legal costs would be quite substantial.



AUSTRALIAN CHURCH WOMEN
SOUTH AUSTRALIAN UNIT INC

6 Kennett Street
PARA HILLS SA 5096
Home ☐ (08) 8265 4583
email alpe2rse@bigpond.net.au

23 June 2009

Mrs Margaret Lawton
National Secretary
Australian Church Women
PO Box 487
CURTIN ACT 2605
Email lawtonmr@bigpond.com

Dear Margaret

Greetings from the SA Unit of Australian Church Women.

I write in response to your letter of 17 June regarding National Conference matters.

Following our recent Business meeting I wish to advise you that the SA Unit has one item which may be regarded as a *Notice of Motion* to be put at Conference. The motion which was accepted at our meeting is

That Australian Church Women meeting at its 2009 National Conference authorises 2009-11 National Executive to review and consider Australian Church Women's National Constitution, and propose any appropriate amendments to the next National Conference, or to a Special/ Extraordinary Meeting after due consultation with State and Territory Units.

In addition, we wish to submit one *Matter of Concern* for discussion –

The Australian Church Women in Conference in Canberra requests the National Executive of ACW to approach the Federal Minister for Indigenous Affairs for a detailed plan of how the Government intends to close the gap on Indigenous disadvantage within a generation.

The SA Unit Report will be forwarded to you separately.

The SA Unit submits the following names of ACW members who have passed away since last Conference to be remembered the *In Remembrance* ceremony:

Mrs Vi Bache
Mrs Jess Horton OAM

... / 2



**AUSTRALIAN CHURCH WOMEN
SOUTH AUSTRALIAN UNIT INC**

**8 Cowper Street
GLENELG SA 5045**

Home ☎ (08) 8294 5757

Email anne_parnis@picknowl.com.au

17 July 2009

Mrs Jean Thomson OAM
National ~~Secretary~~ *President*
Australian Church Women
PO Box 487
CURTIN ACT 2605

Dear Jean *Jean*

Greetings in ACW.

Our secretary, Aileen Eldridge, is away on a well earned holiday, so I am writing on behalf of ACW SA Unit. Copies are enclosed motions ~~that~~ we intend to present at National Conference meeting in September.

We trust you will already have received three different motions, two of which deal with the incorporation process and the third with concerns about Indigenous disadvantage. They were sent on to you after our Business meeting in June.

We have added one extra motion and also a second part to our motion on Indigenous disadvantage and closing the gap.

We shall be circulating to other ACW State Units motions relevant to the ACW Constitution and allied matters.

We realise that you are busy with preparations for the Conference, but would appreciate an acknowledgment that our correspondence has been received.

In keeping with the theme for September we have 'faith in the future' as we work together in cooperation and trust.

Yours in ACW

Anne Parnis

Anne Parnis

President

ACW SA Unit

Sorry about the typing error - (above.)

MOTION:

That all Business Sessions at Australian Church Women 22nd National Conference 21-25 September 2009 be conducted according to "Australian Church Women Constitution 2007."

Rationale:

"Australian Church Women Constitution 2007" Clause 8 details the process by which the constitution may be amended viz.,

6. Amendment to Constitution:

- 8.1 This Constitution may be amended by a vote of a two-thirds majority of voting delegates at the National Conference.
- 8.2 Notice of Motion to amend the Constitution shall be forwarded in writing to the National Secretary not less than four months before the meeting of the National Conference at which the proposed amendment will be moved. Such Notices of Motion shall be circulated to all State/Territory Units three months prior to the National Conference.
- 8.3 All duly ratified changes and amendments to the Constitution shall become operative on the conclusion of the National Conference at which they are adopted.
- 8.4 Following the National Conference the Constitution and Guidelines shall be updated where necessary, and amended pages sent to each State/Territory Unit within six (6) months.

As the reported recent incorporation of Australian Church Women by 2007-9 National Executive was not done in accordance with this clause any business at the forthcoming 22nd National Conference should be conducted under the Australian Church Women Constitution 2007 in order to be valid.

AUSTRALIAN CHURCH WOMEN INC

NOTICES OF MOTION

MOTION 1

Preamble:

Apology from the outgoing National Executive, that the incorporation of Australian Church Women Inc which occurred in or about March 2009 was contrary to section 16 of the *Associations Incorporation Act 1991 (ACT)* and clause 8 of the 2007 constitution of Australian Church Women.

ACW National Executive proposes that:

- incorporation be ratified for the purposes of section 16 of the *Associations Incorporation Act 1991 (ACT)*; and
- the amendments made to the ACW 2007 constitution to effect incorporation in March 2009 be ratified for the purposes of clause 9 of the 2007 constitution; and
- all actions taken by the National Executive following March 2009, purported to have been taken under the ACW Inc 2009 Rules be ratified as valid.

MOTION 2

ACW National Executive proposes that the following amendments to the ACW Inc 2009 Rules be made:

Part 1.

1 Definitions.

That in the second line of Ordinary Committee Member it should read 12(2)(a)

1C Objects

The following be added:

- (5) Website: the National Executive of Australian Church Women shall be responsible for the operation of the Website.

Part 2.

7 Fee - Subscriptions To read:

- (1) That each State and Territory annually contributes to the National Conference Fund, National Travel Fund and the Overseas Conference and Travel Fund.
- (2) That all interest received on money held by the National Executive is transferred to Administration.

Part 3.

12 National Conference

(2) **Membership (a) (i)** to read paragraph 13(2)

(2) **Membership b (ii)** spelling error – *Sate* should read *State*.

15 Funds – Source amendment

The funds of the Association be derived from annual donations, and, subject to any resolution passed by the National Conference ... (delete *subscription of members*)

Part 5. Miscellaneous.

19 (2) spelling error in first line. *forward* should read *forwarded*.

MOTION 3 (following Motion 2)

National Executive moves that, if Motion 2, Part 2, 7 is accepted, Guidelines Page 9 National Treasurer 12 final sentence (All interest received...to Administration) be deleted.

MOTION 4

The National Executive moves that: (*see Guidelines, Page 9 National Treasurer item 12*) "National Treasurer may deduct ... an amount not exceeding 10% ... for Administration costs." be confirmed for 2009 – 2011.

MOTION 5

The SA Unit moves that Australian Church Women Inc authorises the 2009-11 National Executive to review and consider the Australian Church Women Inc 2009 Rules and propose any appropriate amendments to the next National Conference, or to a Special/Extraordinary Meeting after due consultation with State and Territory Units.

Rationale for Motion 1:

ASSOCIATIONS INCORPORATION ACT 1991 - SECT 16

Matters preliminary to incorporation



An association or a group of 5 or more persons proposing to form and incorporate an association may, by resolution—

- (a) authorise a person who is at least 18 years of age and who resides in the ACT to apply for the incorporation of the association or proposed association; and
- (b) approve a statement of the objects of the association or proposed association for the purposes of the application; and
- (c) adopt rules of the association or proposed association, being—
 - (i) the model rules, as in force from time to time; or
 - (ii) rules other than the model rules, being rules that comply with section 32; and
- (d) appoint at least 3 members of the association or of the group proposing to form and incorporate an association to be the inaugural members of the committee of the incorporated association if the application is successful.

ACW 2007 CONSTITUTION CLAUSE 8

Amendment to Constitution:

- | | |
|-----|--|
| 8.1 | This Constitution may be amended by a vote of a two-thirds majority of voting delegates at the National Conference. |
| 8.2 | Notice of Motion to amend the Constitution shall be forwarded in writing to the National Secretary not less than four months before the meeting of the National Conference at which the proposed amendment will be moved. Such Notices of Motion shall be circulated to all State/Territory Units three months prior to the National Conference. |
| 8.3 | All duly ratified changes and amendments to the Constitution shall become operative on the conclusion of the National Conference at which they are adopted. |
| 8.4 | Following the National Conference the Constitution and Guidelines shall be updated where necessary, and amended pages sent to each State/Territory Unit within six (6) months. |

From: Jean Thomson <elabeach@thomzone.com>
Subject: **Fwd: Motions from SA**
Date: 27 August 2009 8:56:37 PM
To: Barb Lacy <blacy@iprimus.com.au>
Cc: judith-ann sjostedt <tuusa3@bigpond.net.au>
 3 Attachments, 267 KB 

Dear Friends

Over the last few weeks there has been some concern expressed about the Motions put forward by SA about Incorporation. Consequently, the ACW National Executive took legal advice on the proper procedures to follow.

I now attach a letter from the Solicitors to SA and the amended motions which will go before the Conference.

The Conference papers, with the original motions, have been posted today by Margaret Lawton and you will receive them very soon I know.

I also attach a copy of the original motions as printed in the papers, for your information.

Yours

Jean



Ltr - SA Unit....pdf (161 KB) Motions.pdf (53.7 KB)



NOTICES OF ...doc (52.5 KB)

SNEDDEN · HALL · GALLOP

L A W Y E R S

Supervising Director Bill Andrews
Phone 02 6285 8087
SENIOR ASSOCIATE NICHOLAS TEBBEY
Phone 02 6285 8056
Email ntebbey@sneddenhall.com.au
Our ref 139089/1
Your ref

Thursday, 27 August 2009

Australian Church Women
South Australian Unit Inc

Attention: Mrs Anne Parnis (Unit President) anne.parnis@picknowl.com.au
Miss Margaret Flint OAM (Acting Unit Sec.) mlflint@senet.com.au
Mrs Judy Burge judyburge@aandr.com.au

Dear Mesdames,

AUSTRALIAN CHURCH WOMEN INC

We have been instructed by the National Executive of Australian Church Women Inc ("ACW") to respond to your recent request for various motions to be put at the National Conference in September.

We note that you have raised a deficiency in the incorporation of ACW, in particular, that amendments to the 2007 constitution of ACW were not properly put as motions to the membership for resolution. We agree with your interpretation of the constitution but note that the changes made were necessary to secure the incorporation of ACW and thus, have been registered with the ACT Registrar General's Office ("RGO").

We are instructed that our client intended no malice in taking the actions that led to incorporation, and rather, if guilty of anything, is guilty of being over-enthusiastic in relation to the incorporation, which it saw as an important (and sanctioned) step for the ACW, following numerous discussions on the topic at previous national conferences.

This does create a particular difficulty with the motions that you have put, however. In particular, we note that as the ACW is now incorporated, and because the amendments to the 2007 constitution have been registered with the ACT RGO, effective March 2009, the ACW cannot conduct itself according to the 2007 constitution at the upcoming National Conference. Thus, we have a situation akin to putting the cart before the horse.

We were instructed by ACW to devise a suitable plan of action that ensures the protection of all members' rights as well as a smooth transition to the already registered 2009 rules.

Directors
Bill Andrews
Richard Faulks
Dennis Martin
Gerald Santucci

Senior Associates
Tanya Herbertson
Nicholas Tebbey

Address
43-49 Geils Court (cnr of Geils Court & Denison Street)
Deakin ACT 2600
Locked Bag 3003, Deakin West ACT 2600
Telephone: (02) 6285 8000
Facsimile: (02) 6285 8088
Email: lawyers@sneddenhall.com.au
Website: www.sneddenhall.com.au
Snedden Hall & Gallop Pty Ltd ABN 67 123 354 129



A MEMBER OF THE MERITAS GROUP

Affiliated Meritas offices worldwide including
Sydney | Melbourne | Adelaide
Gold Coast | Perth | Auckland

www.meritas.org

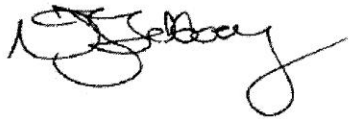
For this reason we respectfully submit that the motion regarding the conduct of the 22nd National Conference should be abandoned. While our client is committed to a discussion at the National Conference of the amendments to the constitution that you have suggested, it is suggested that that discussion should take place regarding the 2009 rules and not the 2007 constitution.

We are instructed by our client that no provisions of the 2007 constitution have been removed from the 2009 rules and the only changes are additions required to bring the 2007 constitution into line with the requirements of the *Associations Incorporation Act 1991 (ACT)*.

With that in mind, we have developed the **attached** motions to put to the National Conference. We trust that you will understand the necessity to proceed in this manner, and that the proposed motions will meet with your approval. If you would like to propose further motions, please don't hesitate to contact our client, or us, to discuss.

If you have any queries, please don't hesitate to contact the writer.

Sincerely

A handwritten signature in black ink, appearing to read 'N. Tebbey', with a long horizontal flourish extending to the right.

NICHOLAS TEBBEY

Enclosure(s) motions

J:\Client Files - Business\Australian Church Women Inc\Ltr - SA Unit - 090826.doc

AUSTRALIAN CHURCH WOMEN

Judy Burge

4 Hale Avenue, HAWTHORN SA 5062

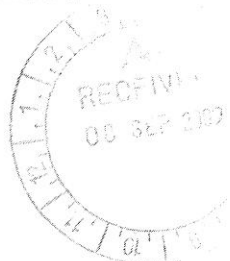
Phone: 08 8271 5795



~~Email: judyburge@acw-sa.com.au~~

3 September 2009

Mr Nicholas Tebbey
Snedden Hall Gallop
Lawyers
43-49 Geils Court
DEAKIN ACT 2600



Dear Mr Tebbey

Thank you for your letter and enclosures of 27 August 2009, in which you state that you have been instructed by the National Executive of Australian Church Women Inc to respond to the South Australian's recent request for various motions to be put at the National Conference in Canberra in September 2009

We are grateful for your contribution and wish to inform you that I will take this correspondence to our meeting of the 'incoming National Executive' next Tuesday, 8 September, for discussion.

Please feel free to pass this information on to the National Executive in Canberra, under the leadership of their President Mrs Jean Thomson OAM.

We shall report to the ACW SA Unit on Friday 11 September 2009. ACW SA's Unit was the proposer on motions from South Australia relevant to this matter.

Yours sincerely,

Judy Burge
Incoming National Secretary
AUSTRALIAN CHURCH WOMEN

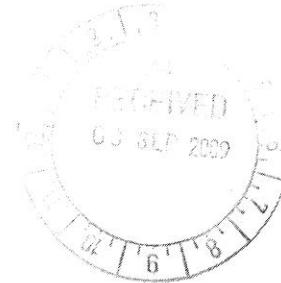


AUSTRALIAN CHURCH WOMEN
SOUTH AUSTRALIAN UNIT INC

6 Kennett Street
PARA HILLS SA 5096
Home ☎ (08) 2654583
Email alpe2rse@bigpond.net.au

56 Fisher Street
NORWOOD SA 5067

3 September 2009
Mr Nicholas Tebbey
Snedden Hall Gallop
Lawyers
Locked Bag 3003
DEAKIN WEST ACT 2600



Dear Mr Tebby

Thank you for your email of 27 August 2009 with the attached letter and motions, which Mrs Anne Parnis, President, Australian Church Women SA Unit and I, as Acting Unit Secretary, received. We understand that these were sent on the instruction of the National Executive of Australian Church Women Inc in response to our Unit's submission of various motions to be put at the National Conference in September.

We shall be unable to respond to your correspondence until after we have reported to our next Unit meeting 11 September 2009. We should appreciate you passing this on to the National Executive in ACT.

Our Secretary, Mrs Aileen Eldridge, is currently overseas, but her return is imminent. I have forwarded your emailed material to her.

Yours sincerely

Margaret Flint OAM
Acting-Secretary
Australian Church Women
SA Unit

**Extracts regarding Incorporation
from the ACW National Executive Minutes**

Thursday 18 October 2007

11.3 **Incorporation** – Evonne advised that now was the time to proceed with Incorporation of ACW. Helen R advised that she had been to the Register Generals office before coming to the meeting to pick up the necessary forms. The office had been most helpful, with the only requirement being that the Public Officer be resident in the ACT. Initial cost to lodge registration was \$133, with an annual fee of \$31. On completion documents must be lodged with a copy of the constitution.

11.3.1 It was moved by Jacqueline, seconded Fran, that we proceed and put in place the incorporation of National ACW as soon as possible, and that Helen R be appointed as Public Officer to coordinate the process. Helen agreed. Motion passed.

Friday 9 November 2007

9. General Business

- 1) Incorporation: Awaiting up-to-date version of Constitution before proceeding further.

14 December 2007

9. General Business

- 9 a) Incorporation: Helen R will go by the 'model rules' for Incorporation. Helen was thanked for all her hard work to date, but there is still quite a lot of work to be done. It was confirmed that ACW National has an ABN (26 398 276 067), and it should be included in the letterhead.

11 January 2008

9. General Business

- 1) Incorporation. Helen R is working on it, showed a copy of 'Common Seal' which is required.

8 February 2008

9. General Business

- 1) Incorporation - Helen R advised that this should be finalised by the end of June.

14 March 2008

9. General Business

- 1)
- 2) Incorporation continues as a work in progress.

11 April 2008

9. General Business

- 3) Incorporation continues as a work in progress.

12 September 2008

9. General Business

2. Helen R advised that 'incorporation' was well in hand and should be complete and lodged soon.

10 October 2008

9. General Business

2. With regard to the Constitution and Guidelines, Helen R advised that the Constitution has to comply with 'model rules' for incorporation and checking was almost complete.

13 February 2009

10. General Business

- 1) Incorporation – Helen R has now completed all the paperwork required for lodgement. The ACT/States will be officially notified once incorporation is in place. Thanks were expressed to Helen and her husband and it was agreed that a small token of appreciation would be made to Oliver for his contribution.

March 2009

9. General Business

- 1) **Incorporation** – Helen R reported that ACW incorporation was registered on 3 March 2009, and the *Certificate of Registration* was passed around for all to see. No one law covers incorporation for all States and Territories in Australia, but all Units will have affiliation as long as they abide by the Rules. Helen L will prepare a separate statement of accounts from 3 March 2009 until 30 June 2009. Helen R will seek confirmation on when this statement should be presented. Helen R, as Public Officer, will be the custodian of the stamp. Congratulations were expressed to Helen R and a vote of thanks and appreciation to her and her husband is herewith recorded on the successful completion of all the necessary paperwork – a time- consuming exercise.



AUSTRALIAN CHURCH WOMEN SOUTH AUSTRALIAN UNIT INC

6 Kennett Street
PARA HILLS SA 5096
Home ☎ (08) 8265 4583
email alpe2rse@bigpond.net.au

The South Australian Unit met on Friday, 11 September, and authorised us to formally seek legal advice on the request put to us by Mr Nicholas Tebbey, (legal advisor to the National Executive) on behalf of National Executive to abandon the motion put by the Unit in regard to the rules of the 22nd National Conference. This confirms the wish of our members that we, with due respect, do not agree to the request to abandon this motion regarding the conduct of the 22nd National Conference.

Our legal advisor, Mr Peter Womersley, recommended that the SA Unit raises the following points of order:

- a *That the incorporation and changes to the Constitution were not authorised by either the 2007 Constitution or the National Conference of ACW*
- b *That accordingly the 22nd National Conference be held under the 2007 Constitution and that ACW continue to be governed by the 2007 Constitution as an unincorporated association pending any future change of the constitution and ratification of the incorporation of the association in the ACT*

Members of the SA Unit Inc authorised that we follow this course of action, and we requested that the Executive of each Unit alerts their Delegates of this course of action. This action is being taken respectfully, and is not designed to cause harm to the organisation or to lay blame on any individual.

Members of the SA Unit Inc also authorised that we keep the second motion duly forwarded for consideration at National Conference (Motion 6 on page 47 of the National Conference Working Papers) -

That Australian Church Women meeting at its 2009 National Conference authorises 2009-2011 National Executive to review and consider Australian Church Women's National Constitution, and propose any appropriate amendments to the next National Conference, or to a Special/Extraordinary Meeting after due consultation with State and Territory Units.

We advise that it is our intention to clarify the issue of Membership as part of this review.

We therefore respectfully advise that we will be following this course of action in this matter at the 22nd National Conference.

Australian Church Women seek to unite Christian Women across denominational boundaries

AUSTRALIAN CHURCH WOMEN

WESTERN AUSTRALIAN UNIT

12th September 2009

Mrs Jean Thomson,
President - National Executive
Australian Church Women
36 Musgrave Street
Yarralumia ACT 2600

Dear Jean,

The members of the Western Australian Unit who are attending the National Conference met Friday 4th September to prepare for our participation. Naturally our particular focus was on the material that accompanied your letter of 27 August, and on the motions that relate to incorporation. We are very much aware of how difficult this situation has become for us all, and do not want to introduce any further difficulties.

However we express our deep concern on the issue of defining membership of Australian Church Women Inc. We believe it is critical to the conduct of the business of the National Conference, and to our own participation in both the Conference and ACW in general in the future.

We note in your letter:

7. You understand I am sure, that when the incorporation document mentions 'members', it does not refer to individuals in our case, but the State units as members of the national body.

This has not been our understanding in the WA Unit.

We have now looked again at the 2009 Rules from this perspective. We do not feel that they bear this interpretation, even allowing for the changes contained in the motions from the National Executive.

We also feel that far from providing a way through our dilemma such an interpretation may further complicate the issue and make the solution (retrospective ratification) now being proposed by the Outgoing National Executive impractical.

We note that

- The Act does indeed make provision for incorporation to involve Member Organisations as opposed to individual members. Catholic Women's League Australia is incorporated in the Australian Capital Territory on this basis.
- However this can only apply if such member organisations are themselves incorporated. They are then 'legal persons' able to in turn be members of another incorporated body.
- ACW WA State Unit is not an incorporated body. Unless we choose to become one our understanding is that as an organisation we are not legally eligible to be a part of ACW Inc.
- This almost certainly applies to other State Units. It also applies to other categories of Voting Members of National Conference as defined in the 2007 Constitution (Paragraph 6) And the 2009 Rules (Section 12).

Page 2 continued

- The process of ratification now being proposed by the Outgoing National Executive will only be valid if the vote is taken among Voting Members who are **eligible** to be members of the new body and **have in fact become Members**.
- Any other vote taken may itself be invalid and may simply further complicate the issue.

We also feel that it would be very helpful if the documents relating to incorporation are made publicly available at the Conference, and preferably as a matter of urgency before the Conference, since we need to know how membership was defined, either explicitly or by implication, at the time of application for incorporation.

On balance we still favour the approach that South Australia originally proposed, conducting the Conference under the 2007 Constitution. Apart from its intrinsic merit we feel it may well provide the only way in which members of the WA Unit can participate in the Conference other than as observers.

Sincerely,

Leeola Loughnan
President
Western Australia Unit

CC:
Emails to Jean Thomson and Margaret Lawton

Letter on letterhead posted to Jean Thomson



AUSTRALIAN CHURCH WOMEN
SOUTH AUSTRALIAN UNIT INC

6 Kennett Street
PARA HILLS SA 5096
Home ☐ (08) 8265 4583
email alpe2rse@bigpond.net.au

15 September 2009

Nicholas Tebbey
Snedden Hall Gallop Pty Ltd
Locked Bag 3003
DEAKIN WEST ACT 2600
ntebbey@sneddenhall.com.au

cc National President, National Secretary, State Unit Presidents, State Unit Secretaries

Your reference 139089/1

Dear Sir

Greetings from the SA Unit of Australian Church Women.

I refer to your letter of 27 August on behalf of the National Executive of Australian Church Women Inc regarding various motions to be put at the National Conference in September, asking that the Unit consider abandoning our motion regarding the conduct of the 22nd National Conference. Acting Unit Secretary Margaret Flint promptly advised you that this matter would be put to our Unit Meeting to be held on Friday 11 September, and that we would then contact you with our decision.

At that meeting the SA Unit decided to seek legal advice on this matter, and to that end we approached Mr Peter Womersley, of Womersley and Co, 33 Pirie Street, Adelaide SA 5000. Mr Womersley was provided with full details of the motions submitted by the SA Unit, along with a copy of correspondence received from you, and also National President Jean Thomson on this matter. At the meeting with Mr Womersley this morning, attended by Margaret Flint, Judy Burge and myself, he advised that we do not agree to the request made of the Unit.

Mr Womersley's professional advice was for us to raise the following points of order:

- a That the incorporation and changes to the Constitution were not authorised by either the 2007 Constitution or the National Conference of ACW
- b That accordingly the 22nd National Conference be held under the 2007 Constitution and that ACW continue to be governed by the 2007 Constitution as an unincorporated association pending any future change of the constitution and ratification of the incorporation of the association in the ACT

Australian Church Women seek to unite Christian Women across denominational boundaries

Members of the SA Unit Inc also authorised that we keep the second motion duly forwarded for consideration at National Conference (Motion 6 on page 47 of the National Conference Working Papers) -

That Australian Church Women meeting at its 2009 National Conference authorises 2009-2011 National Executive to review and consider Australian Church Women's National Constitution, and propose any appropriate amendments to the next National Conference, or to a Special/Extraordinary Meeting after due consultation with State and Territory Units.

We advise that it is our intention to clarify the issue of Membership as part of this review.

We therefore respectfully advise that we will be following this course of action in this matter at the 22nd National Conference.

Yours sincerely

Aileen Eldridge

Aileen Eldridge
Secretary

Enc

Dear friends

I am sending this to those in each State for whom I have an email address, often the secretary, sometimes the president., so please make sure that the right people get all the information.

As you know, Helen Raymond, VP, and Margaret Lawton, Sec, accompanied me to see the solicitors we had arranged to talk to about the problems with the incorporation of the ACW .

The letter that Nicholas Tebbey wrote to SA on our behalf was forwarded to you with my covering note.

I was told yesterday by Mr Tebbey, that SA is not prepared to withdraw their motion and will be taking their own legal advice on the subject.

I want to emphasise to you all that the National Committee 2007 - 2009, based in the ACT, acted at all times with the good of the organisation uppermost.

We acted in good faith, following the discussions over many years about incorporation. At the Conference in 2005 in NSW there was a special report included in the Conference papers, please refer to this page for a list of reasons to incorporate. Again in 2007 at the conference the matter was referred to in the secretary's report - please refer to this as well.

I know now, that we should have had a special resolution passed at a Conference before working on the matter of incorporation and apologise most sincerely for my oversight in this matter. If a motion to incorporate had actually been passed at the 2007 Conference, instead of just talked about, then we would not be in this trouble. I will be making a statement of apology at conference before we commence any discussion of the motions or amended motions.

I would like to make a few points.

- 1 ACW Inc is now the legal title, entity of ACW the organisation.
- 2 The organisation cannot legally return to the Constitution 2007 easily
- 3 Deregistration is a complicated and expensive legal procedure, with intervention by the Registrar General needed to enable this to happen.
- 4 If there was a suggestion of fraud or monetary gain by any of the

National executive in this whole process, then the Registrar General could legally require the organisation to be deregistered.

5 I reiterate, that the National executive acted in good faith with the best interests of the organisation as a whole foremost at all times during the protracted process of obtaining incorporation.

6 It seems to me to be counterproductive to go through all this process, (of deregistration) only to start all over again from square one.

7 You understand I am sure, that when the incorporation document mentions 'members', it does not refer to individuals in our case, but the State units as members of the national body.

I wish to be conciliatory to the whole membership of ACW and apologise sincerely for any for any distress incurred by anybody by the whole thing.

Yours

Jean

No virus found in this incoming message.

Checked by AVG - www.avg.com

Version: 8.5.409 / Virus Database: 270.13.75/2340 - Release Date: 09/01/09
20:03:00



AUSTRALIAN CHURCH WOMEN
SOUTH AUSTRALIAN UNIT INC

6 Kennett Street
PARA HILLS SA 5096
Home ☎ (08) 8265 4583
email alpe2rse@bigpond.net.au

15 September 2009

Mrs Margaret Lawton
National Secretary
Australian Church Women Inc
PO Box 487 PO Box 487
CURTIN ACT 2605
lawtonmr@bigpond.com

Dear Margaret

Greetings from the SA Unit Inc of Australian Church Women.

Attached please find a copy of the letter forwarded today to Nicholas Tebbey, legal advisor to the National Executive of our organisation.

This letter confirms the wish of our members that we, with due respect, do not agree to the request to abandon our motion regarding the conduct of the 22nd National Conference of ACW to be held next week in Canberra. The Unit met on Friday, 11 September, and authorised us to formally seek legal advice on this matter put to us by Mr Tebbey on behalf of National Executive, and the letter dealing with this matter circulated to all Units by National President Jean.

Our legal advisor, Mr Peter Womersley, recommended that the SA Unit raises the following points of order:

- a That the incorporation and changes to the Constitution were not authorised by either the 2007 Constitution or the National Conference of ACW
- b That accordingly the 22nd National Conference be held under the 2007 Constitution and that ACW continue to be governed by the 2007 Constitution as an unincorporated association pending any future change of the constitution and ratification of the incorporation of the association in the ACT

Members of the SA Unit Inc authorised that we follow this course of action, and we ask that the Executive of your Unit alerts your Unit Delegates of this course of action. This action is being taken respectfully, and is not designed to cause harm to the organisation or to lay blame on any individual.

Australian Church Women seek to unite Christian Women across denominational boundaries

Members of the SA Unit Inc also authorised that we keep the second motion duly forwarded for consideration at National Conference (Motion 6 on page 47 of the National Conference Working Papers) -

That Australian Church Women meeting at its 2009 National Conference authorises 2009-2011 National Executive to review and consider Australian Church Women's National Constitution, and propose any appropriate amendments to the next National Conference, or to a Special/Extraordinary Meeting after due consultation with State and Territory Units.

We advise that it is our intention to clarify the issue of Membership as part of this review.

We therefore respectfully advise that we will be following this course of action in this matter at the 22nd National Conference.

Yours sincerely

Aileen Eldridge

Aileen Eldridge
Secretary

Enc

From: Jean Thomson <elabeach@thomzone.com>
Subject: **Fwd: Conference motions**
Date: 1 September 2009 8:17:19 PM
To: Oliver Raymond <ojhdaym@cyberone.com.au>

For your information helen

Yours

jean

Begin forwarded message:

From: "Nicholas Tebbey" <ntebbey@sneddenhall.com.au>
Date: 1 September 2009 6:06:23 PM
To: "Jean Thomson" <elabeach@thomzone.com>
Cc: "Ralph and Margaret Lawton" <lawtonmr@bigpond.com>, "Bill Andrews" <bandrews@stackshq.com.au>
Subject: **RE: Conference motions**

Dear Jean,

I have had a call from Margaret Flint in SA, responding to my letter.

Miss Flint advised that she is seeing a solicitor on behalf of the SA Unit and then meeting with the SA Unit next week so that is the earliest they will be able to get back to us. In the meantime they are not prepared to withdraw their motion. She suggested that perhaps they could withdraw the motion (if they decided to) at the Conference but leave it there for now.

It appears the major concern of the SA Unit (and Miss Flint suggested, other Units also) is that they asked for information and none was provided. They are therefore worried about the whole process. Particularly, she pointed out the lack of information about the incorporation itself, including the working papers, the resolution made (within the Executive) to proceed with incorporation and the various forms and documents provided to the Registrar General's Office to secure incorporation. She indicated they would like that information.

I am not sure how you wish to proceed; indeed I informed her that I had no other instructions. I feel that, to assist the flow of events at the National Conference, you may wish to make a "package" of information for all members about the incorporation, including specific discussion of the new rules. We may need to discuss this further.

I said I would pass this information on to you and leave it to you to decide what you wished to do next.

If you would like to discuss over the phone, please feel free to give me a call on 02 6285 8056.

Regards,

Nick Tebbey
Ph: 02 6285 8056
Em: ntebbey@sneddenhall.com.au

PLEASE NOTE: It is our policy to acknowledge emails within 24-hours. For your information all emails are scanned for viruses and spam. If you are concerned that that software may have blocked your email, please contact me by phone.

<<Re: Conference motions>>

From: "Jean Thomson" <elabeach@thomzone.com>
Date: 27 August 2009 12:40:45 PM
To: "Nicholas Tebbey" <ntebbey@sneddenhall.com.au>
Cc: "Ralph and Margaret Lawton" <lawtonmr@bigpond.com>
Subject: **Re: Conference motions**

dear Nicholas



Thank you very much indeed. The letter + amended motions look fine, and should answer their problems. Thank you once again

Are you agreeable that I email this all to the State presidents/ secretaries, and then phone them all to do a little lobbying?

Yours

jean Thomson
On 27/08/2009, at 11:18 AM, Nicholas Tebbey wrote:

| <Motions.pdf>

From: "Aileen Eldridge" <alpe2rse@bigpond.net.au>
Subject: **ACW - National Conference Matters 150909 Units**
Date: 15 September 2009 9:03:15 PM
To: "Jean Thomson" <elabeach@thomzone.com>
 1 Attachment, 94.5 KB 

15 September 2009

Dear Jean

Attached is the formal response of the SA Unit to the request to abandon our motion re the conduct of the 22nd National Conference. The information provided to your legal adviser, Nicholas Tebbey, is part of this document.

Copies of this have been provided to the President and Secretary of all State and Territory Units. Hard copies of the information will be provided to all attending the Conference next week. By providing the information in advance all will know what our intentions are before they arrive.

Yours in ACW

Aileen Eldridge
Secretary
SA Unit Inc of ACW

From: Jean Thomson <elabeach@thomzone.com>
Subject: **Fwd: Conference motions**
Date: 1 September 2009 8:17:19 PM
To: Oliver Raymond <ojhdaym@cyberone.com.au>

For your information helen

Yours

jean

Begin forwarded message:

From: "Nicholas Tebbey" <ntebbey@sneddenhall.com.au>
Date: 1 September 2009 6:06:23 PM
To: "Jean Thomson" <elabeach@thomzone.com>
Cc: "Ralph and Margaret Lawton" <lawtonmr@bigpond.com>, "Bill Andrews" <bandrews@stackshq.com.au>
Subject: **RE: Conference motions**

Dear Jean,

I have had a call from Margaret Flint in SA, responding to my letter.

Miss Flint advised that she is seeing a solicitor on behalf of the SA Unit and then meeting with the SA Unit next week so that is the earliest they will be able to get back to us. In the meantime they are not prepared to withdraw their motion. She suggested that perhaps they could withdraw the motion (if they decided to) at the Conference but leave it there for now.

It appears the major concern of the SA Unit (and Miss Flint suggested, other Units also) is that they asked for information and none was provided. They are therefore worried about the whole process. Particularly, she pointed out the lack of information about the incorporation itself, including the working papers, the resolution made (within the Executive) to proceed with incorporation and the various forms and documents provided to the Registrar General's Office to secure incorporation. She indicated they would like that information.

I am not sure how you wish to proceed; indeed I informed her that I had no other instructions. I feel that, to assist the flow of events at the National Conference, you may wish to make a "package" of information for all members about the incorporation, including specific discussion of the new rules. We may need to discuss this further.

I said I would pass this information on to you and leave it to you to decide what you wished to do next.

If you would like to discuss over the phone, please feel free to give me a call on 02 6285 8056.

Regards,

Nick Tebbey
Ph: 02 6285 8056
Em: ntebbey@sneddenhall.com.au

PLEASE NOTE: It is our policy to acknowledge emails within 24-hours. For your information all emails are scanned for viruses and spam. If you are concerned that that software may have blocked your email, please contact me by phone.

<<Re: Conference motions>>

From: "Jean Thomson" <elabeach@thomzone.com>
Date: 27 August 2009 12:40:45 PM
To: "Nicholas Tebbey" <ntebbey@sneddenhall.com.au>
Cc: "Ralph and Margaret Lawton" <lawtonmr@bigpond.com>
Subject: **Re: Conference motions**

dear Nicholas

Thank you very much indeed. The letter + amended motions look fine, and should answer their problems. Thank you once again

I know now, that we should have had a special resolution passed at a Conference before working on the matter of incorporation and apologise most sincerely for my oversight in this matter. If a motion to incorporate had actually been passed at the 2007 Conference, instead of just talked about, then we would not be in this trouble. I will be making a statement of apology at conference before we commence any discussion of the motions or amended motions.

I would like to make a few points.

- 1 ACW Inc is now the legal title, entity of ACW the organisation.
- 2 The organisation cannot legally return to the Constitution 2007 easily
- 3 Deregistration is a complicated and expensive legal procedure, with intervention by the Registrar General needed to enable this to happen.
- 4 If there was a suggestion of fraud or monetary gain by any of the National executive in this whole process, then the Registrar General could legally require the organisation to be deregistered.
- 5 I reiterate, that the National executive acted in good faith with the best interests of the organisation as a whole foremost at all times during the protracted process of obtaining incorporation.
- 6 It seems to me to be counterproductive to go through all this process, (of deregistration) only to start all over again from square one.
- 7 You understand I am sure, that when the incorporation document mentions 'members', it does not refer to individuals in our case, but the State units as members of the national body.

I wish to be conciliatory to the whole membership of ACW and apologise sincerely for any for any distress incurred by anybody by the whole thing.

Yours

Jean

From: "Allan Hall" <anhall@tpg.com.au>
Subject: **Re: incorporation**
Date: 19 September 2009 5:01:28 PM
To: "Jean Thomson" <elabeach@thomzone.com>

Greetings Jean, We can have a chat about the issues raised by WA and SA tomorrow. I didn't keep a copy of either the 2007 Constitution or the new Rules, so I haven't been able to follow completely what WA is on about. As previously, I offer the following comments off the record.

What WA seems not to realise is that, based on what you have told me, nothing has changed so far as membership of the association is concerned. By force of S.21 (2) (a) of the Act, the persons who, immediately before incorporation, were members of the unincorporated body, became members of the incorporated body on incorporation.

Thus, if there are any problems about membership of unincorporated State units under the new Rules, those problems, on the face of it, must also have existed under the 2007 Constitution. They are not as a consequence of any new provisions introduced by the executive. Is this correct? In any event, this issue needs to be checked carefully with Nicholas Tebbey.

As to SA, their lawyer's first point is clearly correct. However, in my view, his second point, as I explained to you in my original letter, is quite unworkable.

Whether the members like it or not, the legal position, in my view, is quite clear -namely that the association has been incorporated and, as a consequence, the former association has been subsumed into the incorporated body. The members of the former unincorporated body are now members of the incorporated body. The property of the unincorporated body has been vested in the incorporated association. Neither the unincorporated body, nor the 2007 Constitution has any continuing legal existence. The only way, in my view, for the association to revert to its former status under the old Constitution is to seek, as I earlier explained, to have the incorporation cancelled. The members cannot proceed as if nothing has happened.

If the second point raised by SA were to be approved and adopted by the Conference, the incoming executive will find itself in an impossible position.

As an incorporated association, it will be the duty of the new executive to comply with the requirements of the Associations Incorporation Act 1991. In particular, it must lodge all necessary returns required by that Act; ensure compliance with the requirements of Part V of the Act regarding books of account, appointing an auditor, having the accounts audited and convening (in some appropriate way) an AGM once in each calendar year. To fail to do so will expose the committee, or at least the public officer, to the risk of investigation and possible prosecution. It may also give rise to possible further grounds for cancellation of the incorporation of the association (see s.93(1) of the Act). Obviously, these are issues on which you should also ask Nicholas Tebbey for advice.

See you tomorrow. Allan

From: Jean Thomson

To: Allan Hall
Cc: Ralph and Margaret Lawton
Sent: Saturday, September 19, 2009 10:10 AM
Subject: Fwd: incorporation

Dear Allan

I have sent this to Nicholas Tebbey, but I will not hear from him before he come along to the Heritage Hotel at 7.30 on Monday to answer questions for us.

Meanwhile, Do you think the following answers all the questions brought up in those letters from SA and WA? I would be very pleased to talk with you tomorrow if you have time to read this

About Incorporation.

Australian Church Women is, as from March 2009, an incorporated organisation.

The 2007 - 2009 National Executive took on the work of ensuring that ACW was properly incorporated with the best interest of the organisation in mind.

I can remember that the question of becoming an incorporated organisation has been raised many times, over at least 12 years

The major reasons for doing this work were as follows :-

1 We believed that, according to the Associations Incorporation Act 1991, in order to be a properly constituted and legal body able to carry out business in Australia we needed to become incorporated.

2 "Incorporation creates a legal entity that is separate and distinct from that of the individual members. This is important because incorporation distinguishes the liability of an association from that of its members"
(extract from Association Information Kit, Registrar - General's Office)

3 If any person actually sued ACW, the officers as well as all the members could be sued, and even if the action were unsuccessful, legal costs could be quite substantial.

Unfortunately I know now, that we should have followed the correct procedure and had a special resolution passed at a Conference before working on the matter of incorporation and apologise most sincerely for my oversight in this matter. If a motion to incorporate had actually been passed at the 2007 Conference, instead of just talked about, then we would not be in this trouble.

A number of concerns have been raised in the last few weeks by some members, and I will attempt to answer these.

* Who can be members? Each state unit has members who are members of ACW as delegates from another organisation or individual members. These people are all members in good standing of ACW.

* What is the role of State Units? There is a national committee of ACW, for the purposes of good management and being affiliated with international organisations. In each State and Territory there are separate units, some of which have regional branches, to enable the aims and objects of ACW to be carried out more effectively. These State Units come together at National Conferences with delegates empowered to vote on their behalf at the conferences. Any member is eligible to be a delegate and also any member is able to attend a conference as a visitor. The actions of the Conference are open and not secret.

* Membership fees? There is no membership fee as such. However, to enable the organisation to be managed, each State unit is asked to annually contribute to the National Conference Fund, National Travel Fund, and the Overseas Travel and Conference Fund. There is also a small percentage taken annually for administration from the collections for Fellowship of the Least Coin and the Winifred Kiek Scholarship.

There is an amendment to the ACW Inc 2009 Rules proposed by the National executive listed at Motion 2 Part 2 '7 Fee Subscriptions' which will make the matter of membership fees exactly the same as was in the ACW Constitution 2007

* AGM each year. This does not have to be a 'face to face' meeting.

Many other organisations solve this particular concern by doing three things

1. Sending out Annual Financial reports and other necessary papers and
- 2 Asking State units to vote on the acceptance of the financial reports and also perhaps, election of national office holders (in the case of ACW Inc the National Office Holders are elected for a 2 year term at the Biennial Conference)
- 3 Asking State units to send these votes back before a prescribed time, to comply with the legislation.

This system works well for organisations we all know.

Some organisations hold Teleconferences.

* Public Officer

This person must reside in the ACT and we have a willing volunteer in Helen Raymond

I ran out of puff last night, couldn't type straight!

yours

Jean



AUSTRALIAN CHURCH WOMEN Inc
National Executive

"Faith in the Future"

PO Box 487
Curtin ACT 2605
ABN 26 398 276 067
www.acwnational.org.au

29 September 2009

Mr Nicholas Tebbey
Sneddon Hall & Gallop
Locked Bag 3003
Deakin West ACT 2600

Dear Nicholas

Your reference 139089/1:NT:lh

On behalf of President Jean Thomson and all members of the outgoing National Executive of ACW Inc, I thank you very sincerely for your guidance and assistance over the past weeks. In particular your attendance at the first session of the National Conference at which the matter of incorporation was discussed helped everyone to come to a conclusion.

As you mentioned in your letter of 23 September 09, there was some "hostile discussion" which took place prior to the passing of the four motions. Your presence and wise advice enabled the majority of members to come to a satisfactory decision.

I am pleased to say that the tension between some of the members at the conference began to ease the following morning, and was virtually gone by the closing session on Friday.

In spite of a difficult beginning there were many highlights during the week, such as listening to Reverend Professor James Haire preach, being visited by General Eva Burrows the former world Director of the Salvation Army, having morning tea at Government House with Her Excellency Quentin Bryce, and having the best Conference photo yet. It was a memorable Conference indeed!

Once again our thanks for your generous assistance.

Sincerely

For Jean Thomson OAM
(Former) National President

Australian Church Women seeks to unite Christian women across denominational boundaries
to promote peace, understanding, and unity through faith and love in the one God,
Father, Son and Holy Spirit.

SNEDDEN · HALL · GALLOP

L A W Y E R S

Supervising Director **Gerald Santucci**
Phone 02 6285 8056
SENIOR ASSOCIATE **NICHOLAS TEBBEY**
Phone 02 6285 8056
Email ntebbey@sneddenhall.com.au
Our ref 139089/1:NT:Ih
Your ref

Wednesday, 23 September 2009

Australian Church Women Inc
PO Box 487
CURTIN ACT 2605

Attention: Jean Thomson – Outgoing National President

Dear Jean

INCORPORATION OF AUSTRALIAN CHURCH WOMEN (“ACW”)

Thank you for inviting me to attend the first session of the ACW National Conference on Monday, 21 September 2009.

I note at the conference much discussion was entered into in relation to the incorporation of ACW and the concerns that certain member groups had in relation to the actions taken by the outgoing National Executive in March 2009.

Following that discussion the following four motions were passed that should finalise this matter once and for all:

1. A censure of the outgoing National Executive for the actions taken;
2. An acceptance of the apology from the outgoing National Executive;
3. A ratification of the Incorporation for the purposes of section 16 of the Associations Incorporation Act 1991 (ACT) and the amendments made under clause 9 of the 2007 Constitution and ratifying the validity of all actions taken by the outgoing National Executive following Incorporation; and
4. The appointment of Helen Raymond as public officer of ACW Inc for the purposes of the Associations Incorporation Act 1991 (ACT).

Despite the somewhat hostile discussion that took place prior to the passing of these motions, I think you will agree that this is a good outcome for ACW, enabling it to move forward as an incorporated body.

Directors
Bill Andrews
Richard Faulks
Dennis Martin
Gerald Santucci

Senior Associates
Tanya Herbertson
Nicholas Tebbey

Address
43-49 Geils Court (cnr of Geils Court & Denison Street)
Deakin ACT 2600
Locked Bag 3003, Deakin West ACT 2600
Telephone: (02) 6285 8000
Facsimile: (02) 6285 8088
Email: lawyers@sneddenhall.com.au
Website: www.sneddenhall.com.au
Snedden Hall & Gallop Pty Ltd ABN 67 123 354 129



A MEMBER OF THE MERITAS GROUP

Affiliated Meritas offices worldwide including
Sydney | Melbourne | Adelaide
Gold Coast | Perth | Auckland

www.meritas.org

As we discussed on the night, there are some matters that need to be taken care of, given the incorporation. Namely the creation of a member register should be seen to by the incoming National Executive.

I trust the incoming National Executive will deal with this in their own time and most likely with their own legal team in South Australia. As such, it appears that our involvement in this matter has come to an end.

It has been a pleasure to assist you in relation to this difficult matter and I thank you for your instructions. I **enclose** a flyer about some of the services offered by our firm in case you or any of your colleagues require our assistance in any way.

If you have any queries, please don't hesitate to contact me.

Sincerely



NICHOLAS TEBBEY

Enclosure(s) flyers

J:\Client Files - Business\Australian Church Women Inc\Ltr to client - 090922.doc

